



## PROOF OF PUBLICATION

Sep-06, 20<sup>22</sup>

I, Edgar Noblesala, in my capacity as a Principal Clerk of the Publisher of a daily newspaper of general circulation printed and published in the City, County and State of New York, hereby certify that the advertisement annexed hereto was published in the editions of

**The New York Times** on the following date or dates, to wit on

Sep 6, 2022, NYT & Natl, pg B3

Sworn to me this 6th day  
of September, 2022

*Ellen Herb*  
\_\_\_\_\_  
Notary Public

Ellen Herb  
Notary Public, State of New York  
No. 01HE6163785  
Qualified in New York County  
Commission Expires April 2, 2023

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:  
CELSIUS NETWORK LLC, et al.<sup>1</sup> } Chapter 11  
Debtors... } Case No. 22-10964 (MG)  
(Jointly Administered)

**NOTICE OF AUCTION FOR THE POTENTIAL SALE OF CERTAIN OF THE DEBTORS' ASSETS FREE AND CLEAR  
OF ANY AND ALL CLAIMS, INTERESTS, AND ENCUMBRANCES**

PLEASE TAKE NOTICE that the above-captioned debtors and debtors in possession (collectively, the "Debtors") are soliciting offers for the purchase of certain of the Debtors' assets and interests in certain of their properties located in the Southern District of New York ("Court") by way of an order on September 1, 2022 (Docket No. 687) (the "Bidding Procedures Order"). All interested bidders should carefully read the **Bidding Procedures and Bidding Procedures Order**. To the extent that there are any inconsistencies between this notice and the Bidding Procedures Order, or the Bidding Procedures Order, the Bidding Procedures or the Bidding Procedures Order, as applicable, shall govern in all respects.

**Copies of the Bidding Procedures Order or other documents related thereto are available upon request to Stretto, Inc. by calling (855) 423-1540 or (949) 669-5873 (International) or visiting the Debtors' restructuring website at (<http://Cases.stretto.com/celsus>).**

**PLEASE TAKE FURTHER NOTICE** that any person or entity interested in purchasing the GK8 Assets may submit a non-binding Indication of Interest to the Debtors, any time prior to the Final Bid Deadline.

**PLEASE TAKE FURTHER NOTICE** that the Final Bid Deadline is **September 21, 2022, at 4:00 p.m. (prevailing Eastern Time)**, and that any person or entity who wishes to participate in the Auction must comply with the participation requirements, bid requirements, and other requirements further set forth in the Bidding Procedures Order.

**PLEASE TAKE FURTHER NOTICE** that the Debtors may conduct the Auction, at which time they will consider proposals submitted to the Debtors and their professionals, by and pursuant to the Bidding Procedures as set forth in the Bidding Procedures Order, on **September 22, 2022, at 10:00 a.m. (prevailing Eastern Time)**, or via remote video conference, or seek approval of the Sale (if any) at the Sale Hearing, which is presently scheduled to commence on **October 6, 2022, at 10:00 a.m. (prevailing Eastern Time)**, or as soon thereafter as counsel may be heard before the Honorable Martin Goren, United States Bankruptcy Court for the Southern District of New York.

**PLEASE TAKE FURTHER NOTICE** that, except as otherwise set forth in the Bidding Procedures Order with respect to objections to proposed contracts, the Bidding Procedures Order, the Bidding Procedures Order, and the Sale Order (if any) shall be in writing, (b) conform to the applicable provisions of the Bankruptcy Rules and the Local Rules (c) state with particularity the legal and factual basis for the objection and the specific grounds therefor; and (d) be filed with the Court by **September 29, 2022, at 4:00 p.m. (prevailing Eastern Time)**.

**CONSEQUENCES OF FAILURE TO TIMELY FILE AN OBJECTION**

ANY PARTY OR ENTITY WHICH FAILS TO FILE AN OBJECTION TO THE SALE OR THE BIDDING PROCEDURE ORDER BY THE DATE OF THE SALE, INCLUDING WITH RESPECT TO THE TRANSFER OF THE SELLING DEBTORS' ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS, EXCEPT AS SET FORTH IN THE APPLICABLE PURCHASE AGREEMENT(S).

**NO SUCCESSOR OR TRANSFEREE LIABILITY**

The Sale Order (if any) is expected to provide, among other things, that the Successful Bidder from the Sale will have no responsibility for, and the successful bidder shall not be liable for, any claims, debts, obligations or damages arising out of or in connection with the sale, or the transfer of the assets, to the extent that such claims, debts, obligations or damages are not otherwise provided for in the Bidding Procedures Order or the Sale Order. To the greater extent permitted by applicable law, the Successor or Transferee shall be deemed, as a result of any action taken in connection with the Stalking Horse Agreement, in the case where a Stalking Horse Bidder is the Successful Bidder, or a separate purchase agreement entered into with the Successful Bidder (if a Stalking Horse Bidder is not the Successful Bidder), the consummation of the Sale, or the transfer or operation of the assets, to (a) be a legal successor, or otherwise deemed a successor to the Debtor, (other than with respect to any claims, debts, obligations or damages arising out of or in connection with the sale, or the transfer of the assets, to the extent that such claims, debts, obligations or damages are not otherwise provided for in the Bidding Procedures Order or the Sale Order); (b) be in writing, (c) conform to the applicable provisions of the Bankruptcy Rules and the Local Rules; (d) state with particularity the legal and factual basis for the objection and the specific grounds therefor; and (e) be filed with the Court by **September 29, 2022, at 4:00 p.m. (prevailing Eastern Time)**.

**CONSEQUENCES OF FAILURE TO FILE AN OBJECTION**

ANY PARTY OR ENTITY WHICH FAILS TO FILE AN OBJECTION TO THE SALE OR THE BIDDING PROCEDURE ORDER BY THE DATE OF THE SALE, INCLUDING WITH RESPECT TO THE TRANSFER OF THE SELLING DEBTORS' ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS, EXCEPT AS SET FORTH IN THE APPLICABLE PURCHASE AGREEMENT(S).

**PLEASE TAKE FURTHER NOTICE** that the Debtors reserve the right, in their reasonable business judgment and subject to the exercise of their fiduciary duties, and in consultation with their professionals, to terminate the Bidding Procedures and/or to terminate discussions with any party or entity which has filed an indication of interest in the assets and materially inconsistent with the Bidding Procedures.

**PLEASE TAKE FURTHER NOTICE** that copies of the Bidding Procedures Motion, Bidding Procedures, and Bidding Procedures Order, as well as all related exhibits, are available: (a) free of charge upon request to Stretto, Inc. (the notice and claims agent retained in these chapter 11 cases) by (a) calling (855) 423-1540 or (949) 669-5873 (International); (b) visiting the Debtors' restructuring website at (<http://Cases.stretto.com/celsus>); (c) via email to [John.Surberg@kirkland.com](mailto:John.Surberg@kirkland.com); (d) via fax to (212) 446-4881; or (e) via PACER by visiting (<https://www.pacer.org>).

New York, New York, Dated: 1/2022  
*✓/s/ Joshua A. Surberg* **KIRKLAND & ELLIS INTERNATIONAL LLP, Joshua A. Surberg, P.C., 601 Lexington Avenue, New York, New York 10022, Telephone: (212) 446-4881; Facsimile: (212) 446-4994; Email: [joshua.surberg@kirkland.com](mailto:joshua.surberg@kirkland.com); and- Patrick J. Nash, Jr., P.C. (Admitted pro hac vice); Ross M. Kwasniak, P.C. (Admitted pro hac vice); 300 North LaSalle Street, Chicago, Illinois 60654, Telephone: (312) 862-2200; Email: [patrik.nash@kirkland.com](mailto:patrik.nash@kirkland.com); Ross.Kwasniak@kirkland.com. Proposed Counsel to the Debtors and Debtors in Possession.**

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number are: Celsius Network LLC (2148); Celsius Keyfii LLC (4414); Celsius Lending LLC (8417); Celsius Mining LLC (1287); Celsius Network Inc. (1219); Celsius Network Limited (8554); Celsius Works Consulting LLC (3390); and Celsius US Holding LLC (9596). The location of Debtor Celsius Network LLC's principal place of business is 121 River Street, Hoboken, New Jersey 07030.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Bidding Procedures Order or the Bidding Procedures, as applicable.

